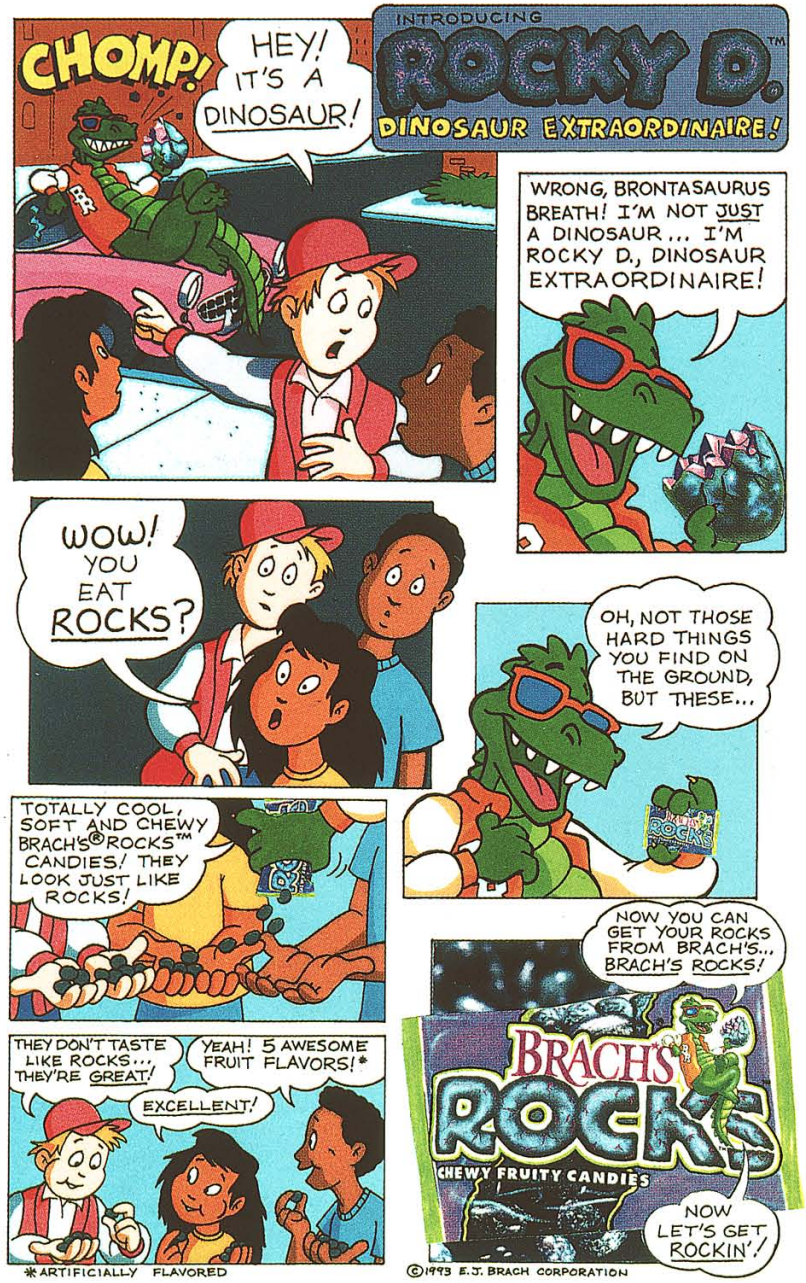
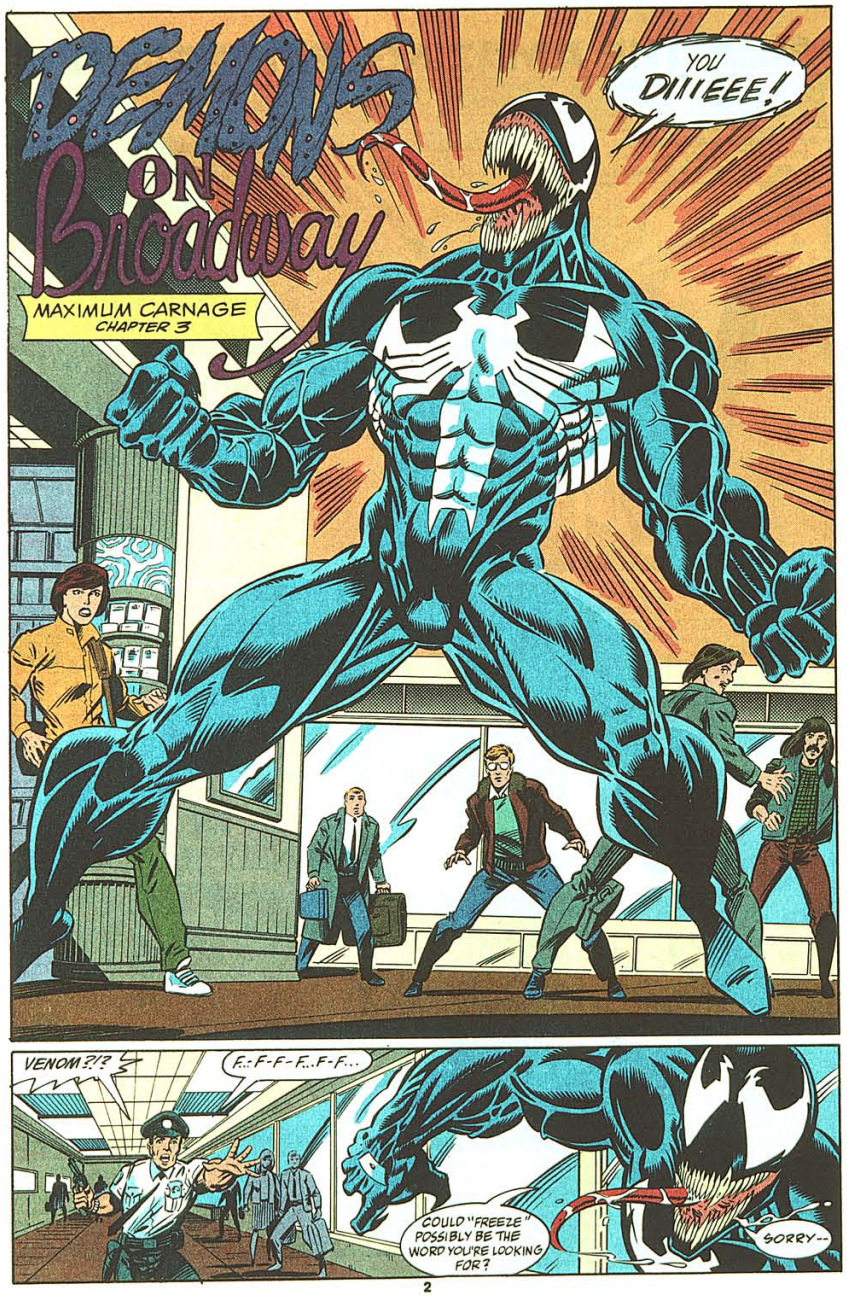
TM & © 2004 MARVEL



TM & © 2004 MARVEL

THE AMAZING SPIDER-MAN® Vol. 1, No. 378, June, 1993. (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President. Stan Lee, Publisher. Michael Hobson, Group Vice President, Publishing. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. **SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.** Published monthly. Copyright © 1993 Marvel Entertainment Group, Inc. All rights reserved. Price $1.25 per copy in the U.S. and $1.60 in Canada. Subscription rate for 12 issues: $15.00 U.S.; Canadian subscribers must add $8.00 for postage and GST. GST #R127032852. Foreign: $27.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. **POSTMASTER: SEND ADDRESS CHANGES TO: THE AMAZING SPIDER-MAN, c/o MARVEL COMICS, 9TH FLOOR, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.**

TM & © 2004 MARVEL

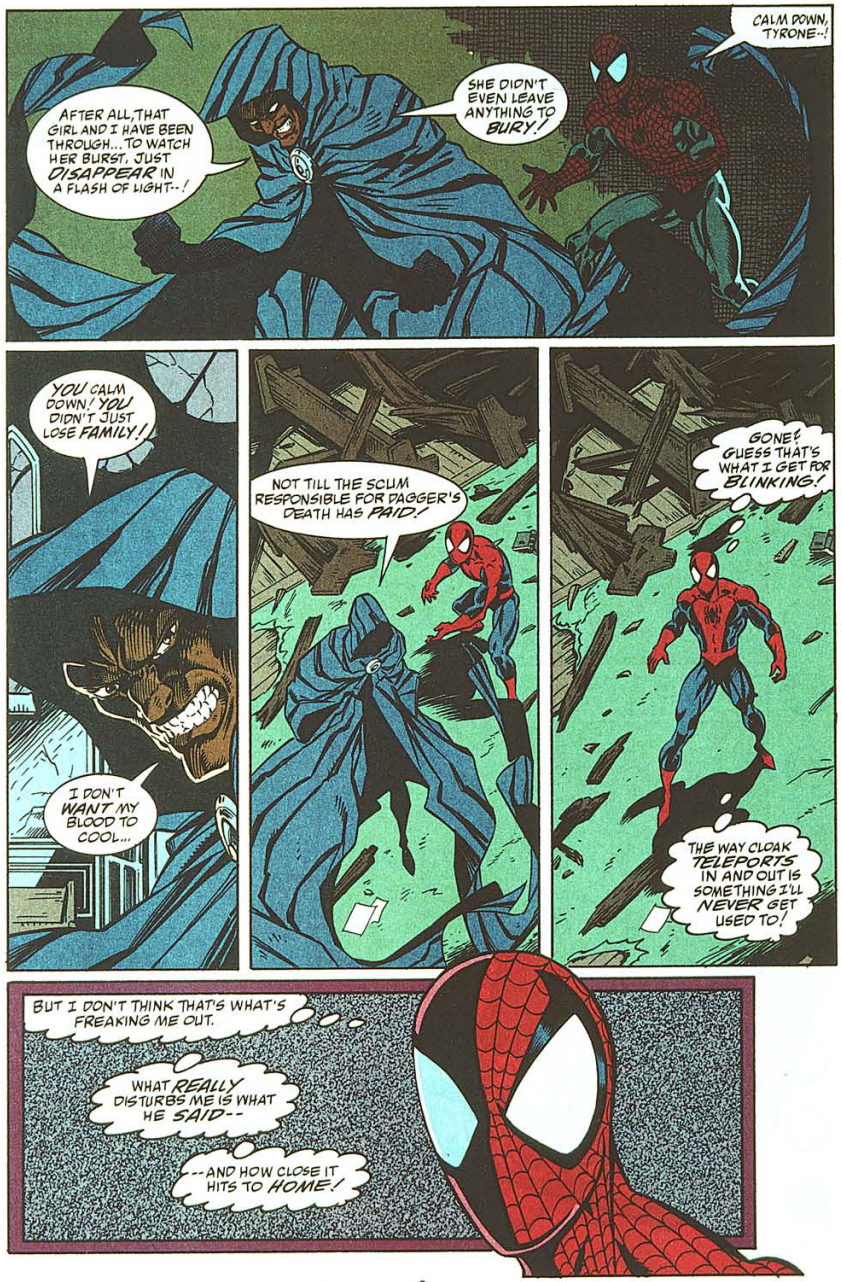


TM & © 2004 MARVEL

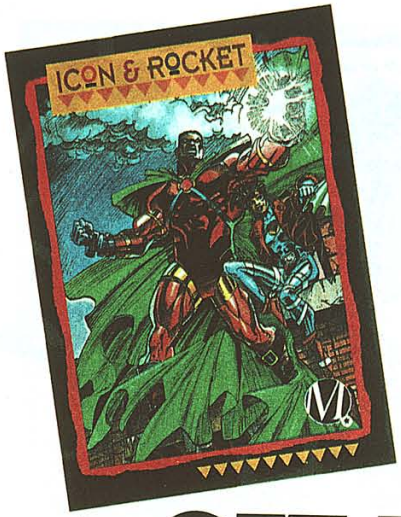
TM & © 2004 MARVEL

TM & © 2004 MARVEL

TM & © 2004 MARVEL



TM & © 2004 MARVEL



GET READY TO EXPERIENCE A MILESTONE.

COMING IN JULY. MILESTONE: THE DAKOTA UNIVERSE™ TRADING CARDS FROM SKYBOX.

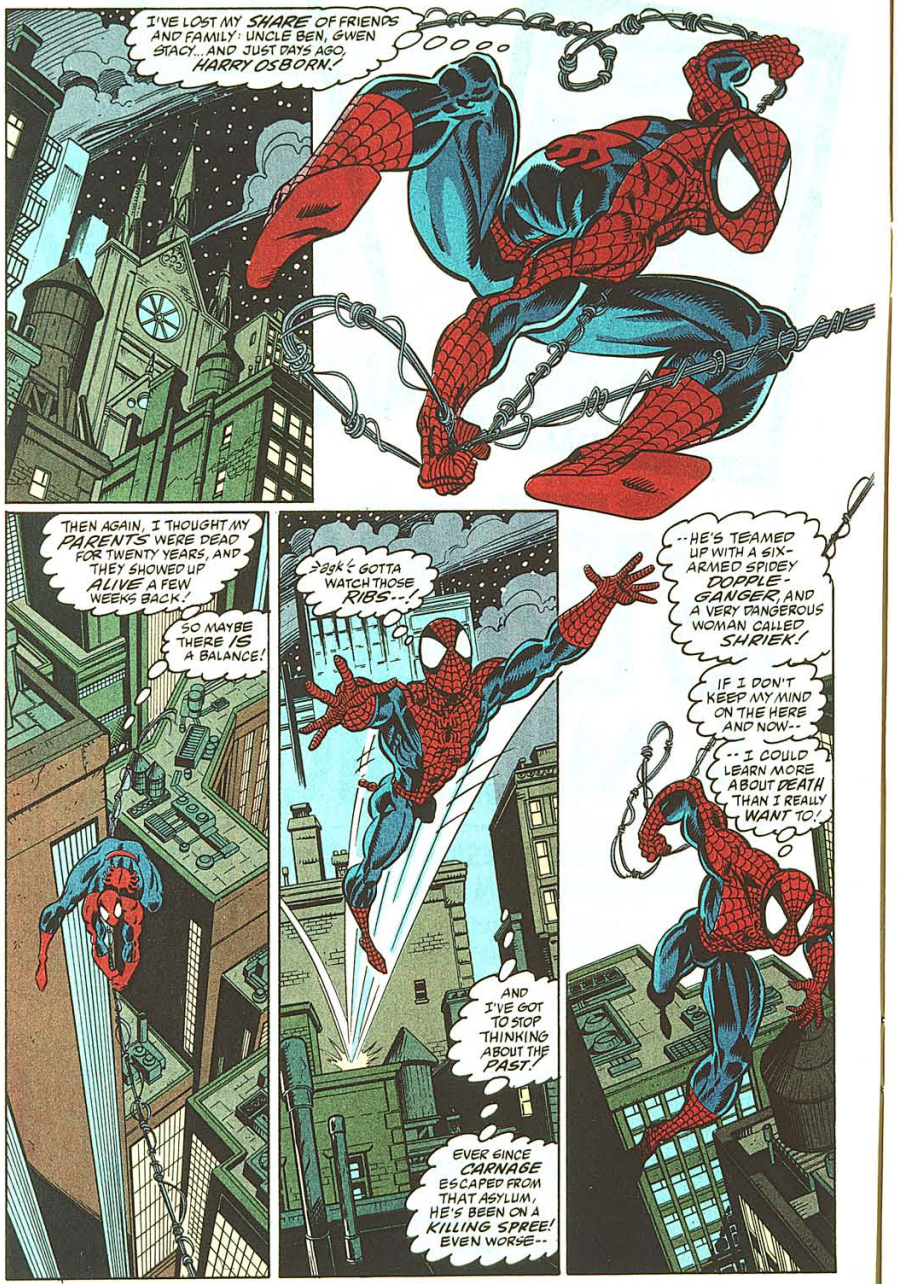
- ▲ An exclusive 100-card set that introduces on cards the newly created Dakota Universe.
- ▲ More than 60 different characters from all four Milestone Media titles.
- ▲ Learn unrevealed secrets of comic book's exciting new multicultural universe.
- ▲ The comics are already a proven success.

SkyBox™ BECAUSE GREAT CARDS ARE HARD to FIND

SkyBox INTERNATIONAL™

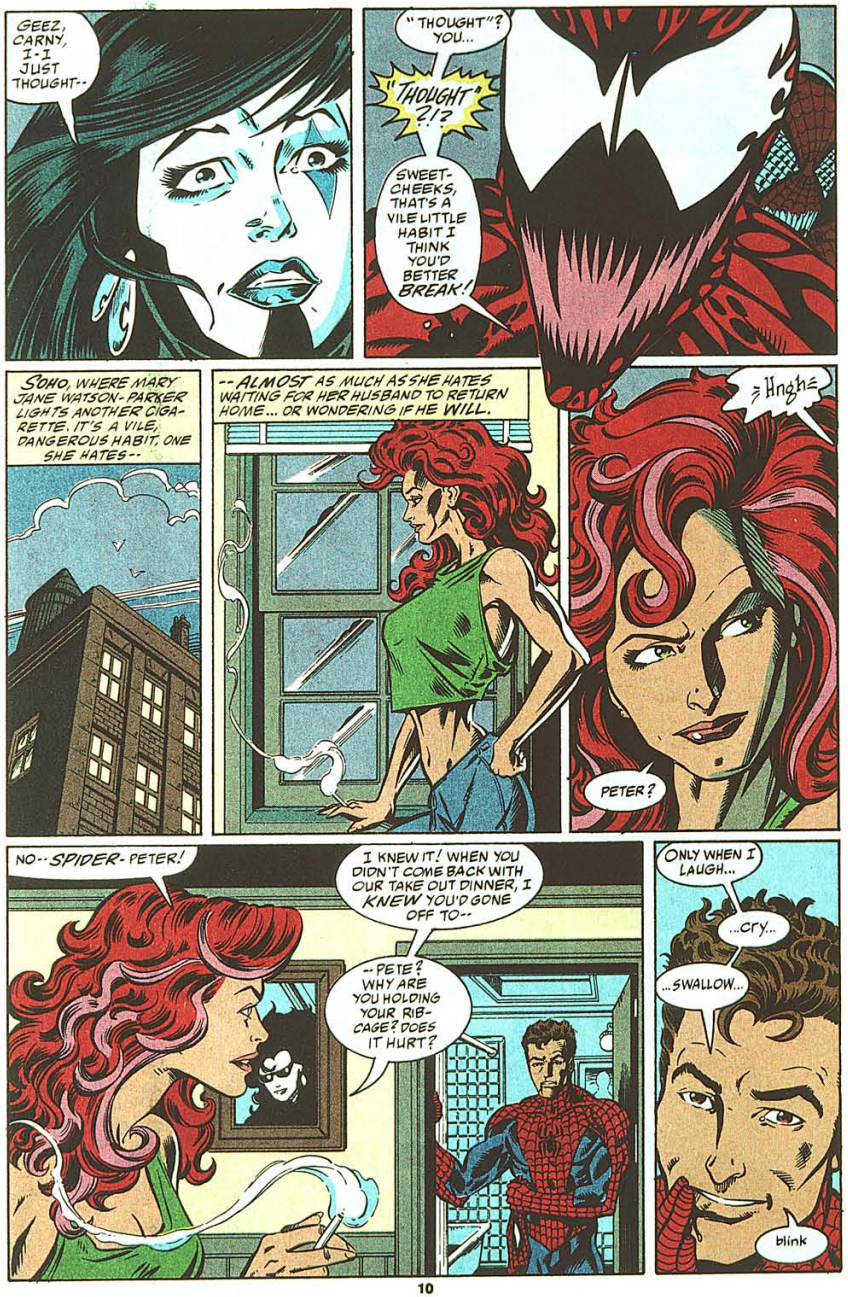
*Indicates a trademark of Milestone Media, Inc. All other titles, characters and names are trademarks of DC Comics.
© Milestone Media, Inc. 1993. Produced and distributed by SkyBox International.

TM & © 2004 MARVEL



TM & © 2004 MARVEL

TM & © 2004 MARVEL



TM & © 2004 MARVEL

Take Out The Garbage.

Moldy tuna fish is nothing compared to the scum you'll face battling Lord Contaminous and his gang of environmental thugs on your NES™ and Game Boy®. But you're Zen, a cosmic Ninja who's trying to prevent Earth from becoming a toxic wasteland.

On your NES, fight through 12 of the most hazardous levels you've ever seen, with horizontal, vertical and 3/4 view scrolling, plus fluid character movements that are hotter than a nuclear meltdown.

Then grab your Game Boy and Photon-Stick, and sweep through 4 treacherous spew zones until you reach Lord Contaminous, who is waiting to trash you at the final waste dump. No doubt, if you've got the guts, these will be your toughest chores ever!

GAME BOY

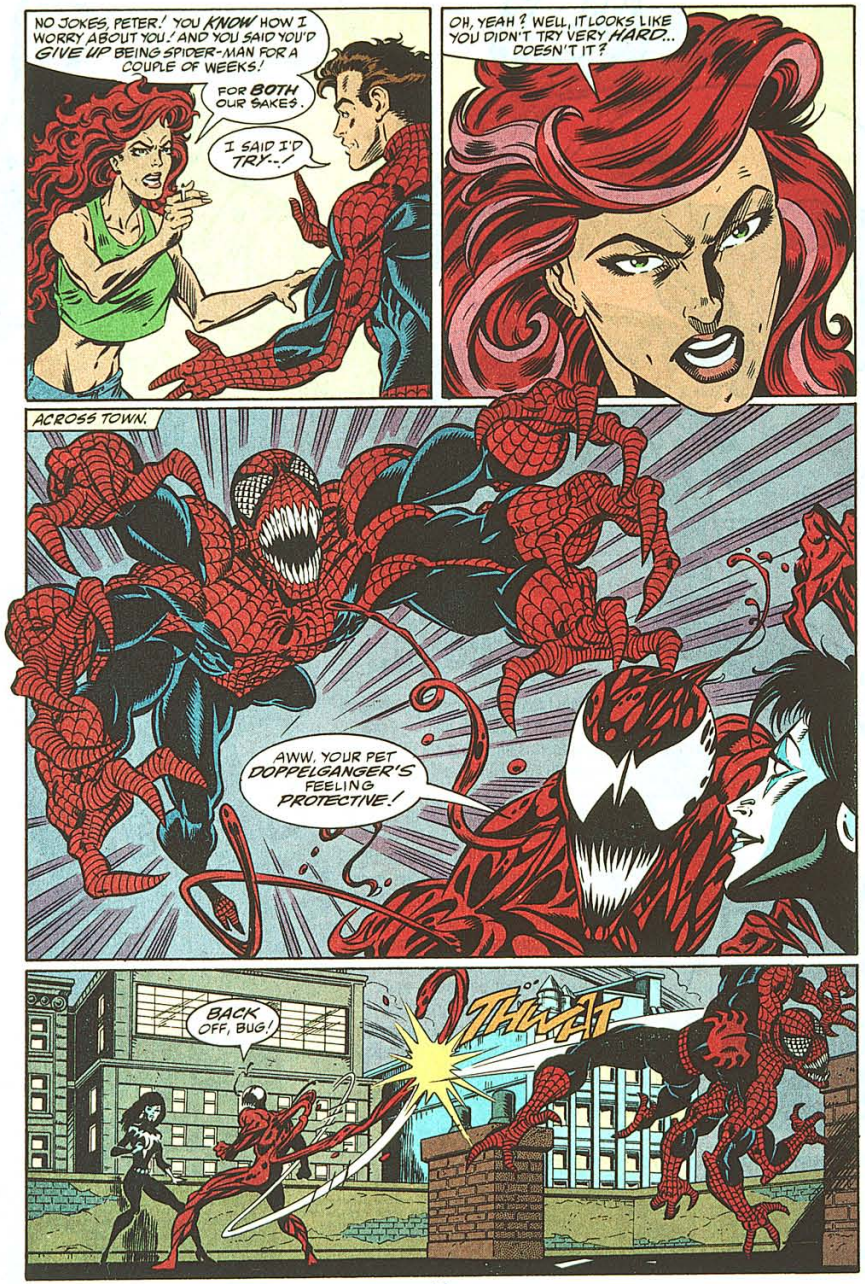
KONAMI

ZEN INTERGALACTIC NINJA

KONAMI®

Konami Game Hint and Tip Line: 1-(800)-896-HINT(4468). 70¢ per minute charge. Minors must have parental permission before calling. Touch-tone phone required. © 1991 Zen Comics Inc. All Rights Reserved. Used with permission. Licensed exclusively by Surge Entertainment. Nintendo, NES, Game Boy and the Official Seals are trademarks of Nintendo of America Inc. © 1989 Nintendo of America. Konami® is a registered trademark of Konami Co., Ltd. © 1993 Konami, Inc. All Rights Reserved.

TM & © 2004 MARVEL



TM & © 2004 MARVEL

Super High Impact

Super High Impact for Super NES™ brings the fast-paced action of the BONE-CRUNCHING arcade smash home. Choose from 18 hard-charging teams and over 30 plays, from a red dog blitz to a never-say-die super fly. "Yer Toast" if the HIT-O-METER rates your tackle "Dweeb", but you can settle the score with an all-out team brawl!

Stop watching from the sidelines... This is football action so real... it's Bone Crunching!

AUTHENTIC ARCADE FOOTBALL ACTION!

OVER 30 OFFENSIVE AND DEFENSIVE PLAYS!

BONE-CRUNCHING TACKLES!

SETTLE THE SCORE WITH AN ALL-OUT BRAWL!

ALSO ON GENESIS™!

FOOTBALL ACTION SO REAL, IT'S... BONE-CRUNCHING!

NOW ON SNES!™

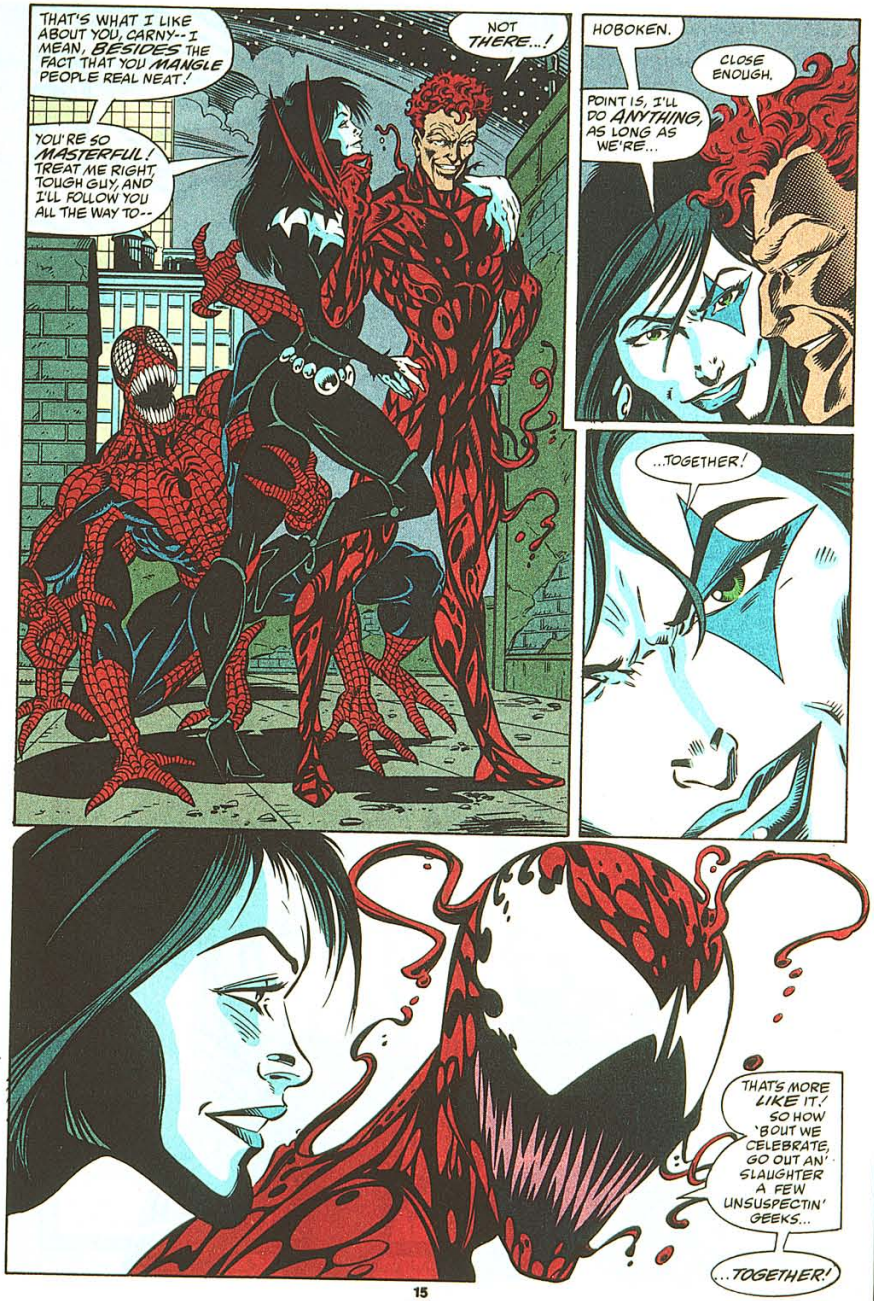
Acclaim entertainment inc

PLAY WITH THE PROS!

Super High Impact™ & © 1991 is a registered trademark of Midway® Manufacturing Company. Used by permission. Nintendo®, Super Nintendo Entertainment System® and the official seals are registered trademarks of Nintendo of America Inc. Sega and Genesis are trademarks of Sega Enterprises Ltd. Arena Entertainment™ is a trademark of Arena Entertainment. © 1993 Arena Entertainment, Inc. All rights reserved. Acclaim® is a registered trademark of Acclaim Entertainment, Inc. © 1993 Acclaim Entertainment, Inc. All rights reserved.

TM & © 2004 MARVEL

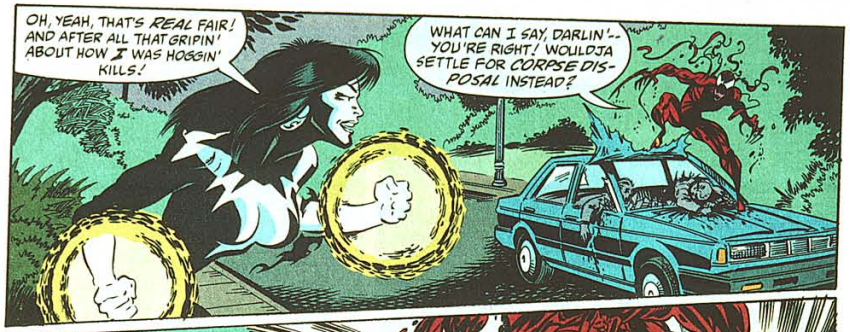
TM & © 2004 MARVEL

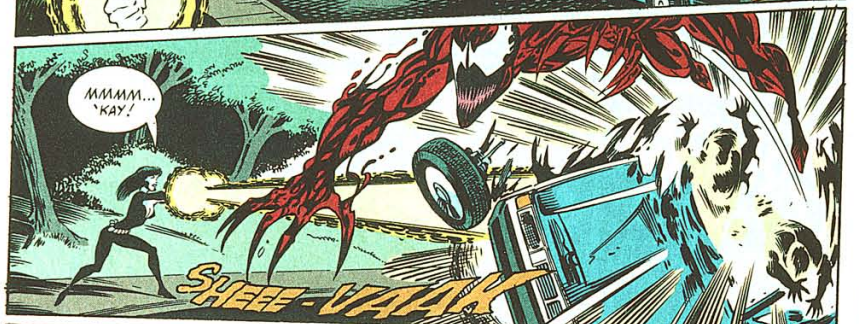


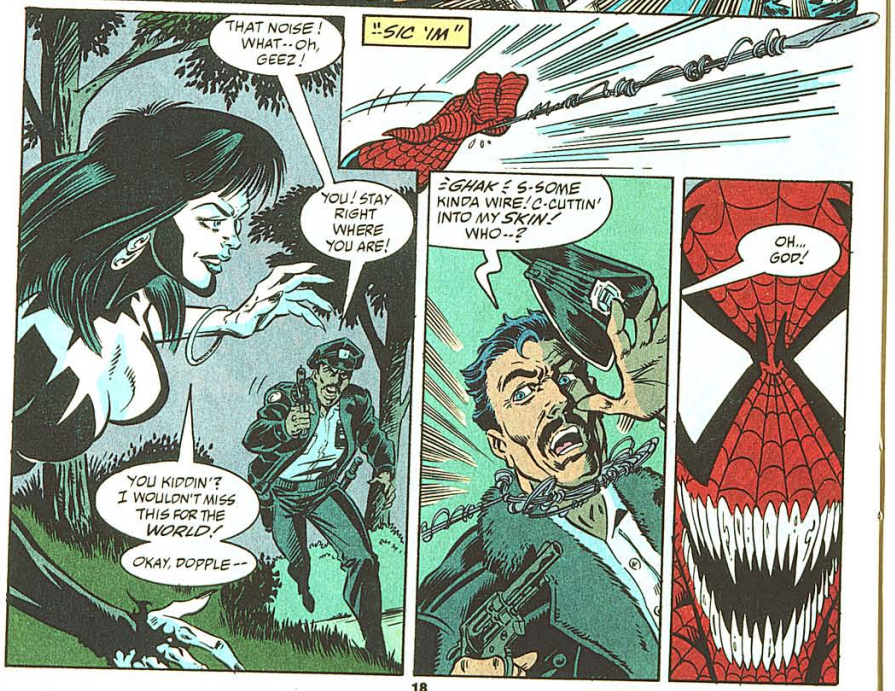
TM & © 2004 MARVEL

TM & © 2004 MARVEL

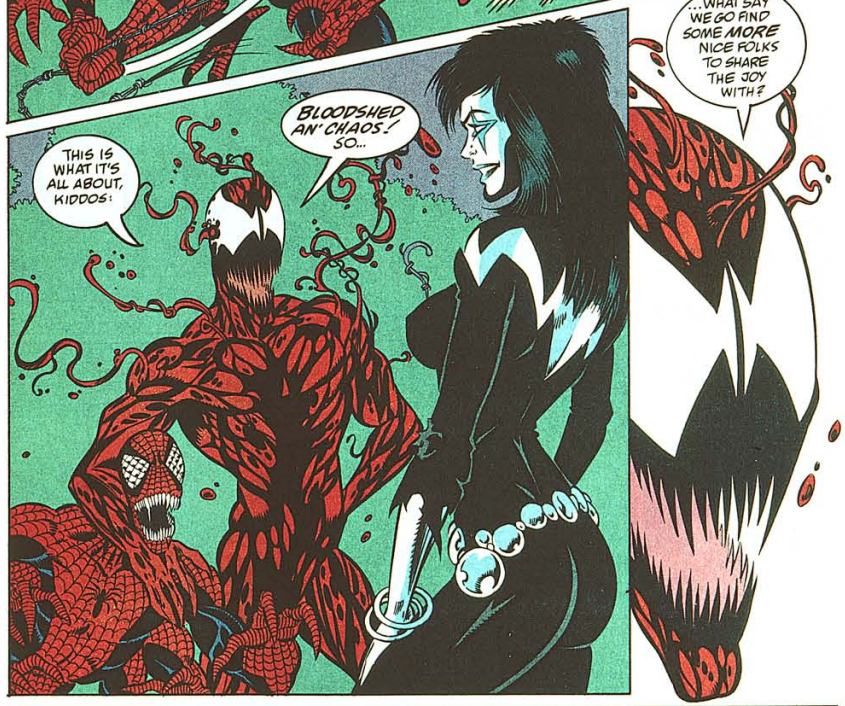
TM & © 2004 MARVEL



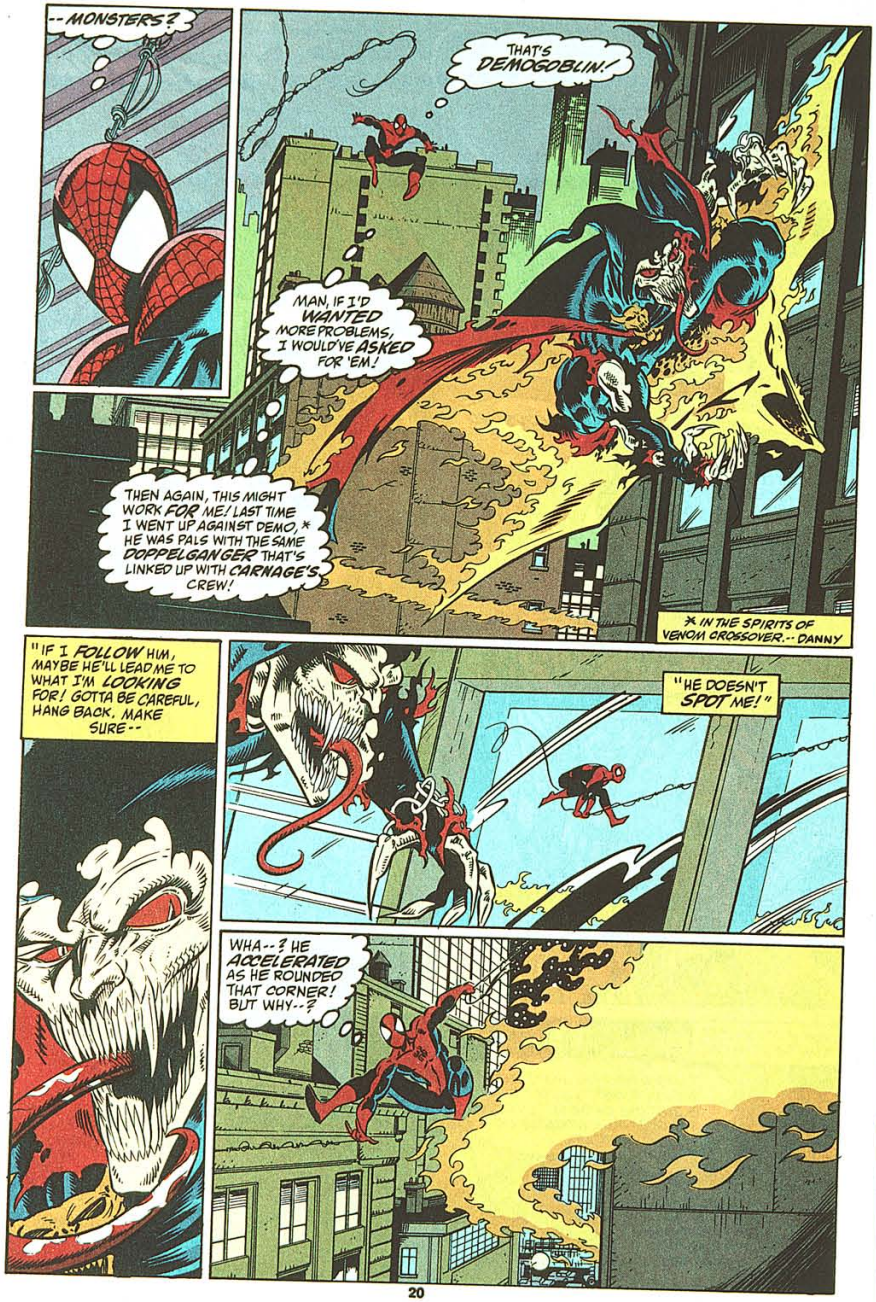




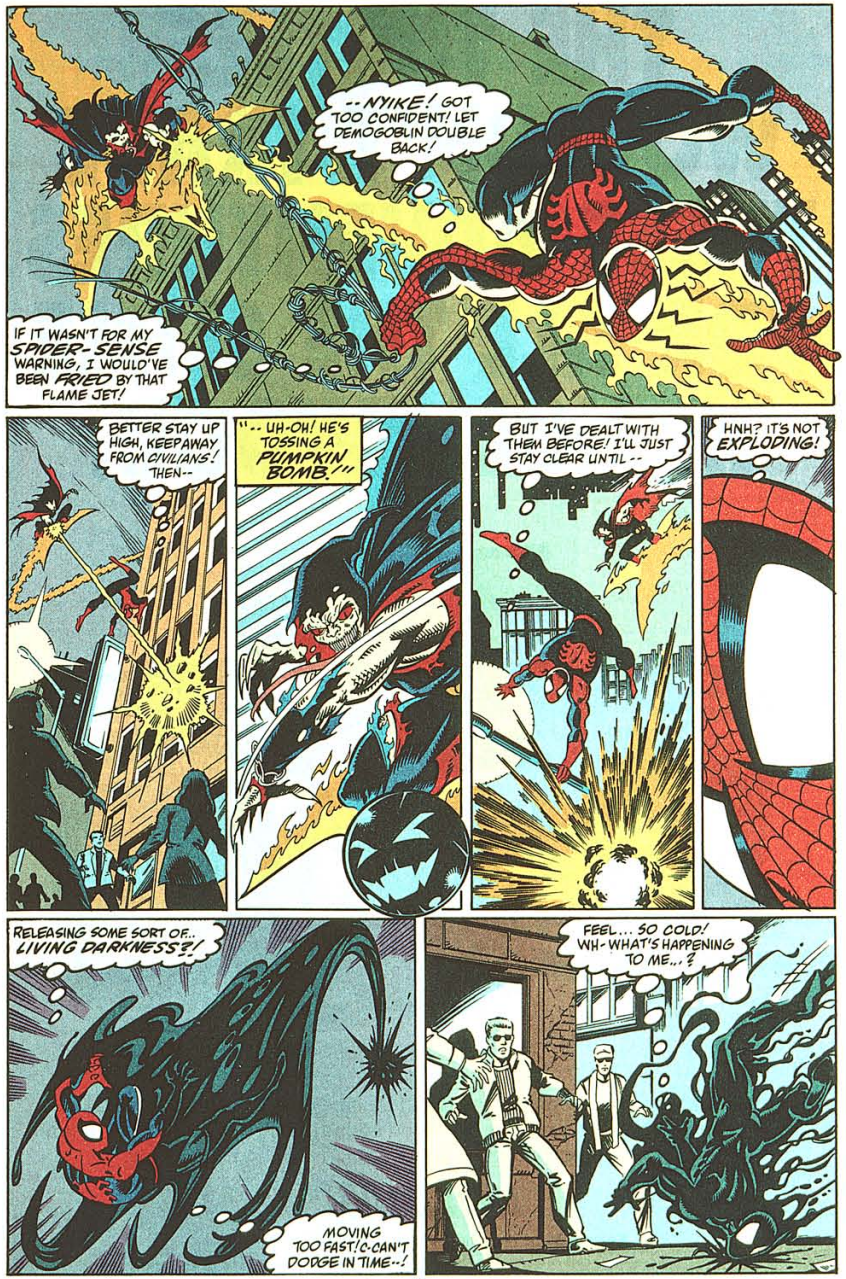
TM & © 2004 MARVEL



TM & © 2004 MARVEL



TM & © 2004 MARVEL



TM & © 2004 MARVEL

THE TURTLES WOULDN'T TRADE THESE ADVENTURES FOR ALL THE SLIME IN HOLLYWOOD.

Sure, they've got a new movie coming out - some big Hollywood production. But ask any of the boys, and they'll tell you nothing compares to the radical fun they have on Sega™Genesis,™ Super NES,™ NES™ and Game Boy.®

KONAMI®

Konami Game Hint and Tip Line: 1-900-896-HINT (4468).

70¢ per minute charge. Minors must have parental permission before calling. Touch-tone phone required. Konami® is a registered trademark of Konami Co., Ltd. Sega and Genesis are trademarks of Sega Enterprises Ltd. Nintendo®, NES™, Super Nintendo Entertainment System®, Super NES™, Game Boy®, and the official seals are trademarks of Nintendo of America Inc. TEENAGE MUTANT NINJA TURTLES® and the distinctive likeness thereof are registered trademarks and copyright 1991 by Mirage Studios. All related characters and indicia are copyright 1991 Mirage Studios, exclusively licensed by Surge Licensing, Inc. © 1993 Konami. All Rights Reserved.

TM & © 2004 MARVEL

BULLPEN MARVEL COMICS BULLETINS

NEL TELLS

Over two years ago executive editor **Carl Potts**, VP Publishing **Mike Hobson** and VP Direct Sales **Carol Kalish** and I chowed down at a local eatery and laid the groundwork for what was to be the most ambitious comic book project ever undertaken.

The long-awaited and much talked about result will hit the shops in April. We're calling it EPIC BATTLES OF THE CIVIL WAR and it is, I assure you, unlike any comic book you have ever held in your hands.

For me, editing this series became an incredible eye-opening journey down the darkest corridors of American history. A period when brother fought against brother; when former classmates stood opposite one another across the blood-soaked battlefields of a torn nation.

Working with a team of writers and artists who lived the many months of research and execution side-by-side with me and assistant editor **Richard Ashford** was historical heavyweight, *American Heritage,* which acted as consultant and opened its over-flowing library files for our use.

Each book, 96 pages in trade paperback format, covers the story of two famous battles. In addition to the spectacularly illustrated stories, we've included maps and text pieces to help you appreciate this very special reading experience. Each book also has a double gatefold cover that literally pulls you into the action and suspense of the battles.

The hype simply can't do this one justice. You'll be in the shops, anyway. Just check this one out and let us know what you think. You will not be disappointed.

NEL

—Nel Yomtov

A popular joke on the Blue Area of the Moon goes like this:

1st Inhuman: It's raining cats and dogs out there.

2nd Inhuman: How do you know?

1st Inhuman: I just stepped on Lockjaw!

The joke is a lot funnier if you're an Inhuman. Actually, Lockjaw is a great dog. He's been working his tail off lately so we thought we'd throw him a skeleton (a bone just wouldn't cut it)

Just about the only thing a dog can't do is get into the new **Clive Barker** art exhibit at the Bess Cutler Gallery in Manhattan. The exhibit started on March 19 and runs through April 24.

THE BULL'S EYE

by Barry Dutter & Rick Parker

By now, some of you may think we're Barkering up the wrong tree by talking about Clive's artwork. Not at all. In addition to tearing your soul apart with his literary and cinematic masterpieces, like HELLRAISER and NIGHTBREED, Clive is also a very talented artist! Now is your chance to follow Clive from the netherworld to the art world, and see his original drawings of everyone's favorite Cenobite, Pinhead. Clive promises that all the drawings in the show are "fantastical," adding "there are things in the show that the Motion Picture Association of America wouldn't allow me to put up on the screen." Clive is hard at work on his latest HELLRAISER sequel, as well as launching the all-new "Barker-verse" here at Marvel, and a monthly series featuring ol' Needle-Nose himself ... Pinhead! Pinhead will be practicing his own brand of attack-upuncture starting this July. But don't worry about him — he's paper-trained.

A few Marveloids may have to do some paper-training of their own as they recently added some new puppies to their litters. First up is INVADERS artist **Dave Hoover**, whose wife **Karen** gave birth to a lovely daughter, **Lauren,** a few months back. The baby showed up seven weeks early, and Dave's been workin' like a dog ever since, putting in many hard day's nights — and a few dog-day afternoons.

Pit-Bullpenner **Ariane Lenshoek-Pinheiro** (no relation to Pinhead) also recently celebrated the arrival of a new Invader into her home. Ariane left staff in December, so that she and her lovely husband, **Orlando,** could welcome little **Jade** into the world. (With a daughter named Jade, you can tell Ariane works as a colorist!) In addition to adding her magnificent hues (no relation to Adam Hughes) to IRON MAN each month, you can also find Ariane's inking in this year's AVENGERS ANNUAL.

Another hot dog who bolted from staff like a greyhound out of the gate is "Big" **Barry Dutter**, who recently had some book or other about television published with **Rick Parker.** The name of the book escapes us at the moment. These days, Barry is getting so much writing work, he's living in the deadline doghouse! Now that Barry is off the leash, **Mike Rockwitz** has collared a new assistant, **Joe Andreani** — which only goes to show that every dog will have his day and every cat gets nothing. Joe is perhaps best known as the intern who had his ankle broken under mysterious circumstances during a Marvel/DC softball game a year or so ago. Reports of Kryptonite on the field are still being investigated.

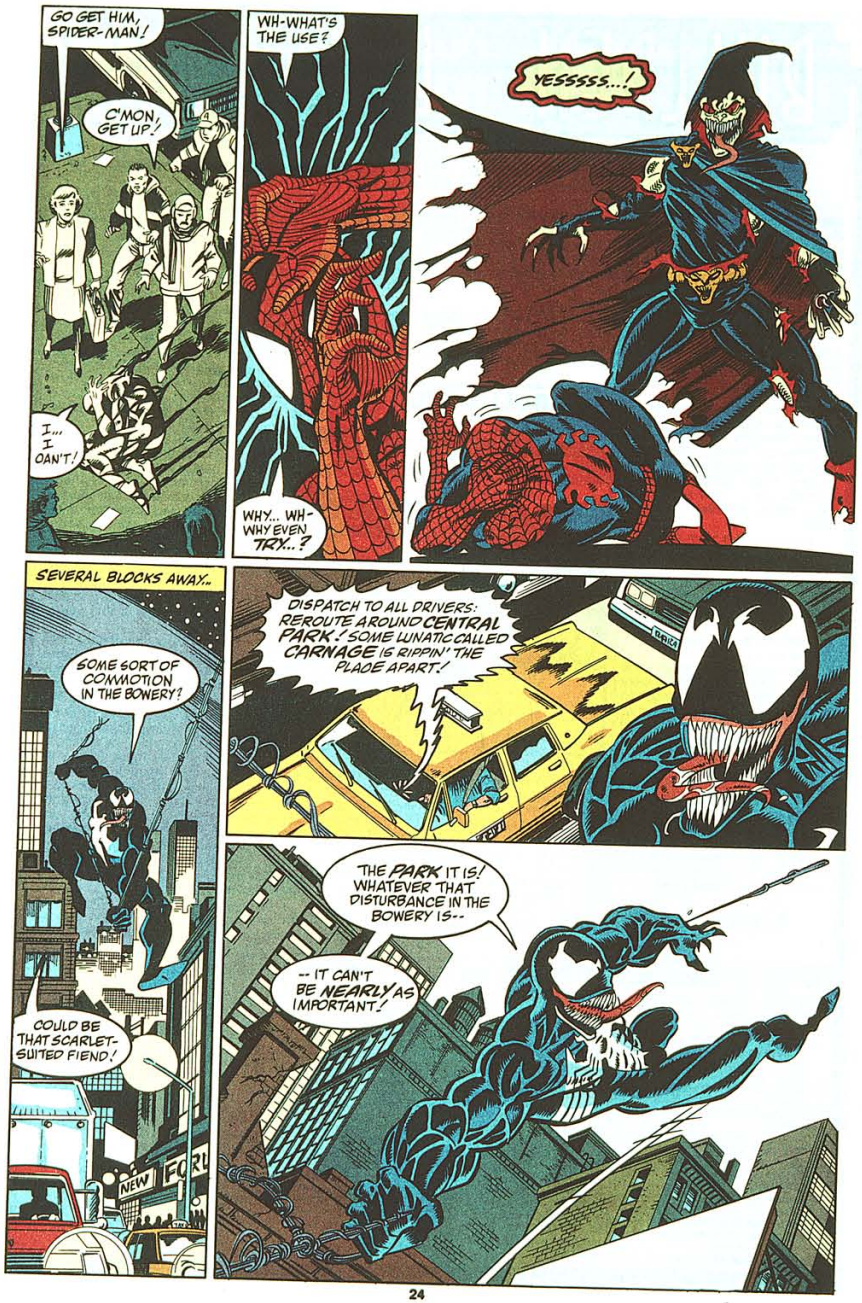
Those are all the bones we have to pick with you this week. Be here next time for another look into the Doghouse of Ideas!

HYPELINE: ON SALE THIS WEEK

- **ALPHA FLIGHT #121:** Alpha heads to the U.S. so **Spidey** and **Wolverine** can guest star!
- **AMAZING SPIDER-MAN #378: Venom** is spewing venom at **Carnage,** and **Shriek** thinks it's a scream!
- **BARBIE #30:** Skipper's home on the range as a rootin', tootin' cowgirl!
- **CIVIL WAR SERIES #1:** It's just like a PBS mini-series ... but you don't have to pledge any donations!
- **CIVIL WAR SERIES #2:** More action than the Infinity War — it's the Battle of Gettysburg!
- **DARKHOLD #5:** Who is **Diabolique,** and why is she saying those terrible things about me?
- **DR. STRANGE ANNUAL #3:** introducing **Killian!** Will he become Doc's new disciple?
- **GHOST RIDER #38:** If the **Scarecrow** only had a brain, he wouldn't take on Ghost Rider!
- **GUARDIANS OF THE GALAXY #37:** Team-up with the Galactic Guardians against **Dormammu!**
- **HELLRAISER: BOOK OF THE DAMNED #4:** Find out how much **Pinhead** can lift/press!
- **INVADERS #2 OF 4:** After 50 years ... the return of the *original* **Vision!**
- **LANCE BARNES: POST NUKE DICK #3 OF 4:** Lance gets mauled at the mall!
- **MARVEL COMICS #130: Wolverine**/Lynx! **Ghost Rider**/Typhoid Mary! Talk about your odd couples!
- **MIDNIGHT MEN #1 OF 4:** It's an all-Chaykin extravaganza!
- **PENDRAGON 2 #12:** It's mystical ... it's technical ... it's a MyS-TECH wars cross-over!
- **PUNISHER WAR ZONE #16:** Punny gets his memory back! Let's see ... I remember killing some criminals ...
- **QUASAR #47:** Quasar takes **Thunderstrike** on his quest to get his quantum-bands back!
- **RAVAGE 2099 #7:** Ravage acquires a super power! Welcome to the Marvel Universe!
- **SAVAGE SWORD OF CONAN #210:** Featuring the Spider-God and his whole eight-legged family!
- **SECRET DEFENDERS #4: Ghost Rider, Punisher** and **Sleepwalker** are on the road to find Roadkill!
- **SILVER SABLE #13:** Sable unleashes her rage against **Cage!**
- **SILVER SURFER TPB: REBIRTH OF THANOS:** Reprinting the story of the biggest comeback since Alan Thicke!
- **SLEEPWALKER #25:** Sleepy wakes up to find a new *origin* and a new direction in this double-sized issue!
- **SPIDER-MAN TPB: ASSASSINATION PLOT:** Available again!
- **WILD THING #3:** SHIELD may be cancelled, but they can still make guest appearances!
- **WOLVERINE #70:** Wolvie and Rogue in an explosive battle with **Javron!**
- **WONDER MAN #22:** Simon is fighting **Death!** Hint to Simon: challenge him to a game of Twister!
- **X-FACTOR #91:** X-Factor battles **Armageddon!** As Def Leppard once asked, Armageddonit?
- **X-MEN ADVENTURES #8:** Is Colossus a *killer?* Only Ralph Macchio knows for sure!

MACE PENALTY VOICE DIALING ATLANTIC CITY FLU FRINGE CULTURE BRAIN CANDY BODY MODIFICATION VIDEOGRAPHER END OF LIFE DECISIONS CRUELTY FREE FAST TRACK CUSPERS PLAUSIBLE DENIABILITY LINGUA FRANCA FLOP SWEAT VILILIGO BULLPEN BORDERLINE BLATHER CHEMICALLY INCONVENIENCED GRAPHIC ACTIVISM FACE VALUE HANDICAPABLE JARGONMONGERS SURGE PROTECTOR MALL RATS LEGISLATED NOSTALGIA EYEWASH BABY BUSTERS SUBTRACTIVE COMPOSITE CONDUCT UNBECOMING CHANGE AGENT

TM & © 2004 MARVEL



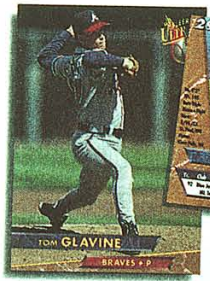
TM & © 2004 MARVEL

TM & © 2004 MARVEL

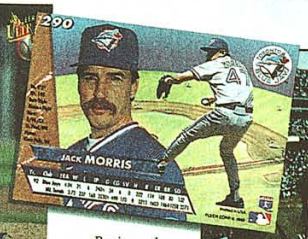
FLEER CARD TIMES

1993 FLEER ULTRA™ BASEBALL GETS AN "A."

'92 Premium Card Set Of The Year Is Even Better For '93.



Basic card front–more gold foil stamping!



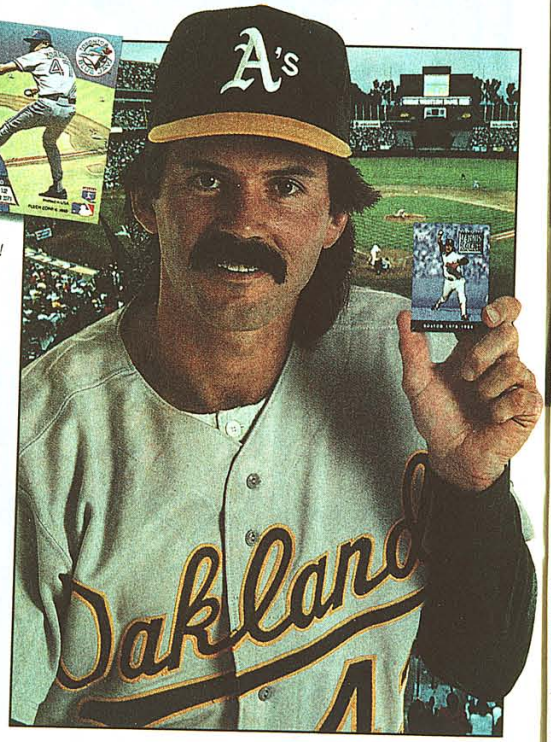
Basic card back–new design!

So...how did we improve upon last year's hottest cards? By adding more gold foil stamping on all 300 basic card fronts. A bigger front photo. Two photos on the back, with an amazing ballpark background. High-impact graphics and UV coating on both sides. And a 25-card "Ultra Rookies" subset in the basic series.

'93 FLEER ULTRA

YOU CAN'T BUY A BETTER BASEBALL CARD.

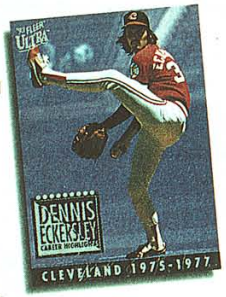
© 1993 FLEER CORP. MT. LAUREL, NJ 08054



TM & © 2004 MARVEL

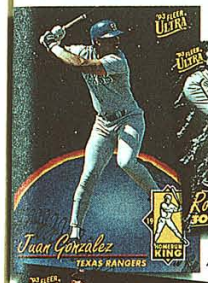
An Eck-ceptionally Collectible Subset—With Over 2,000 Signed Cards.

We're honoring '92 A.L. MVP and Cy Young Award-winner Dennis Eckersley with a very-limited-edition "Career Highlights" subset–in both Series I and the upcoming Series II. These 10 distinctive cards have silver foil stamping on both sides. They show "Eck" with all four teams he's played for. And the A's stopper has hand-signed over 2,000 cards for random insertion!*



One of 10 Eckersley "Career Highlights" subset cards.

More Limited-Edition Subset Cards—With Gold Foil Stamping On Both Sides.

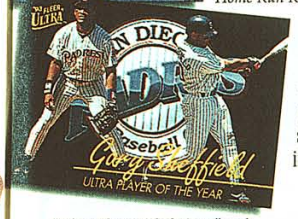


"Home Run King" card.

"Top Glove" card.

"Rookie Of The Year" card.

"NL MVP" card.



"Ultra Player Of The Year" card.

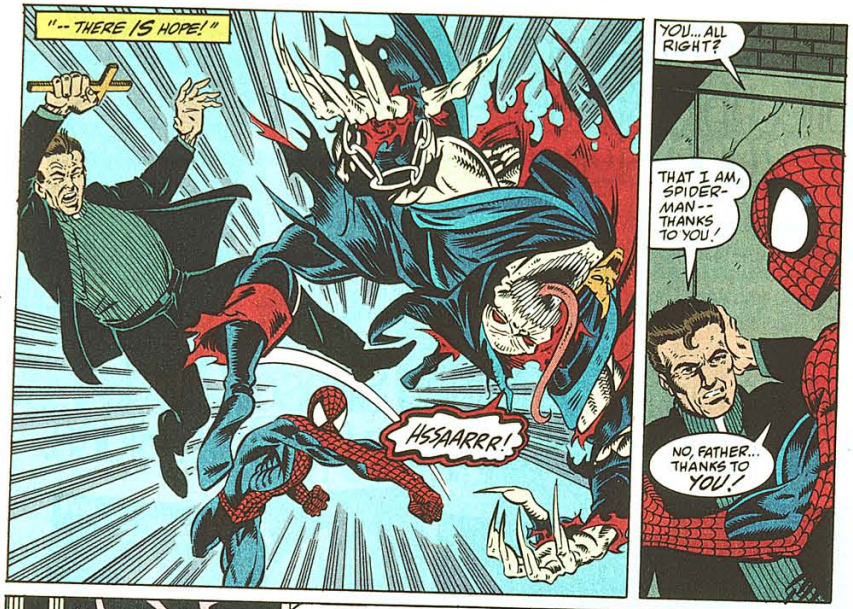
For extra collecting value, we're putting foil stamping on both sides for the first time ever! That includes 25 "Ultra Award Winners" plus 10 "Home Run Kings." And we've designed some of the hottest subset cards you've ever seen. Check 'em out– they're randomly inserted in all foil packs.

Here's The Closer: AN ECK-CITING MAIL-IN OFFER Two More "Career Highlights" Cards.

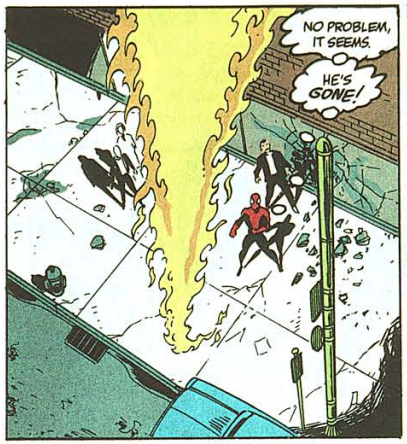
Two limited-edition cards are available only by mail for 10 wrappers plus $1. See pack for details.

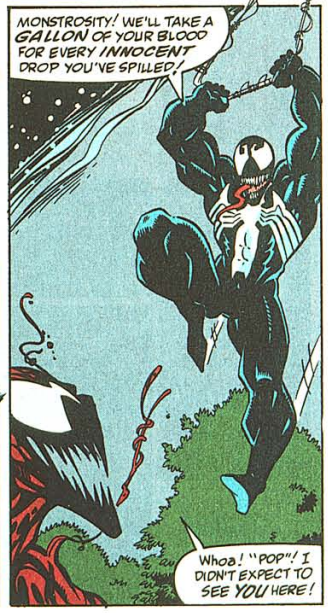
*No purchase necessary for a chance to win a Dennis Eckersley signature card. Send a SASE to: "Eckersley Signature Card," P.O. Box 714, Church Hill, MD 21890. One request per envelope, mailed separately and received by 9/30/93. WA/TV may omit return postage. NOTE: Signature cards are fun to find and collect, but are of indeterminate value and are subject to changing market conditions. ODDS: Dennis Eckersley "Career Highlights" signed cards (all packs and mail-in offer): 1:25,000 packs. Unsigned "Career Highlights" card: 1:30 packs. "Ultra Award Winners" card (includes "Top Glove," "Rookie of the Year," "MVP," "Cy Young Award Winner," "Cy Young Award/MVP" and "Ultra Player of the Year"): 1:12 packs. "Home Run Kings" card: 1:30 packs.

TM & © 2004 MARVEL



TM & © 2004 MARVEL





TM & © 2004 MARVEL

TM & © 2004 MARVEL

TM & © 2004 MARVEL

MULTIPLE TITLE SALE!

$15.00 TITLES
FIRST TITLE FULL PRICE;
FOR EACH ADDITIONAL TITLE
SUBTRACT $2.50

☐ Amazing Spider-Man	$15.00
☐ Avengers	$15.00
☐ Avengers West Coast	$15.00
☐ Barbie	$15.00
☐ Barbie Fashion	$24.00
☐ Cage	$15.00
☐ Captain America	$15.00
☐ Conan	$15.00
☐ Daredevil	$15.00
☐ Darkhawk	$15.00
☐ Doom 2099	$15.00
☐ Fantastic Four	$15.00
☐ Guardians Of The Galaxy	$15.00
☐ G.I.Joe	$15.00
☐ Incredible Hulk	$15.00
☐ Iron Man	$15.00
☐ Mad Dog	$15.00
☐ Marvel Tales (featuring Spider-Man)	$15.00
☐ Namor	$15.00
☐ New Warriors	$15.00
☐ Punisher (comic)	$15.00
☐ Punisher 2099	$15.00
☐ Quasar	$15.00
☐ Ravage 2099	$15.00
☐ Silver Sable	$15.00
☐ Silver Surfer	$15.00
☐ Sleepwalker	$15.00
☐ Spectacular Spider-Man	$15.00
☐ Spider-Man Classic	$15.00
☐ Spider-Man 2099	$15.00
☐ Thor	$15.00
☐ Thunderstrike	$15.00
☐ Uncanny X-Men	$15.00
☐ Web of Spider-Man	$15.00
☐ X-Factor	$15.00
☐ X-Force	$15.00
☐ X-Men	$15.00
☐ X-Men 2099	$15.00
☐ X-Men Classics	$15.00
☐ Wonder Man	$15.00
☐ What If	$15.00

SPECIAL PRICES
(12 ISSUES)
FIRST TITLE FULL PRICE;
FOR EACH ADDITIONAL TITLE
SUBTRACT $3.00

☐ Alpha Flight	$21.00
☐ Black Axe	$21.00
☐ Cable	$21.00
☐ Cyberspace 3000	$21.00
☐ Dark Angel	$21.00
☐ Darkhold	$21.00
☐ Deathlok	$21.00
☐ Death's Head II	$21.00
☐ Dr. Strange	$21.00
☐ Excalibur	$21.00
☐ Ghost Rider/Blaze	$21.00
☐ Ghost Rider	$21.00
☐ Moon Knight	$21.00
☐ Morbius	$21.00
☐ Nightstalkers	$21.00
☐ Nomad	$21.00
☐ Original Ghost Rider	$21.00
☐ Pendragon	$21.00
☐ Punisher War Journal	$21.00
☐ Punisher War Zone	$21.00
☐ Ren & Stimpy	$21.00
☐ Secret Defenders	$21.00
☐ She-Hulk	$21.00
☐ Spider-Man	$21.00
☐ Super Soldiers	$21.00
☐ Tek World	$21.00
☐ Terror Inc.	$21.00
☐ The Nam	$21.00
☐ Warlock & the Infinity Watch	$21.00
☐ Wild Thing	$21.00
☐ Wolverine	$21.00
☐ Conan Saga	$21.00
☐ Groo	$21.00
☐ Savage Sword of Conan	$27.00
☐ Hellstorm	$27.00
☐ Warlock Chronicles	$27.00
☐ Lawdog	$24.00
☐ Marvel Comics Presents	$24.00
☐ Marvel Age	$23.40
	$18.00
	$12.00

OFFER EXPIRES AUGUST 31, 1993

REFUND GUARANTEE - IF NOT SATISFIED, REFUND ON ALL UNSERVED ISSUES

ALL COPIES MAILED IN PROTECTIVE POLYBAGS.

YOU MUST ENCLOSE YOUR SELECTIONS WITH COUPON OR PHOTOCOPY OF THIS AD.

If renewing: enclose mailing label, make checks or money orders payable in U.S. funds to Marvel Comics. Allow 10 weeks for delivery.

First Initial ▼ Last Name

NAME

ADDRESS

CITY

STATE ZIP AGE

Foreign: Add $12/title
Canada: Add $8/title (Includes GST (GST#R127032852))

Mail to: Marvel Comics Subscription Dept. 387 Park Ave South New York, NY 10016

KEY APR - 93

TM & © 1993 Marvel Entertainment Group, Inc. G.I. JOE: TM & © 1993 Hasbro, Inc. GROO: TM & © 1993 Sergio Aragones. PENDRAGON, MOTORMOUTH, DARK ANGEL, WARHEADS: TM & © 1993 Marvel Entertainment Group & Marvel Comics Ltd.I CONAN: TM & © 1993 Conan Properties, Inc. TEK WORLD: TM & © 1993 William Shatner. All rights reserved.

TM & © 2004 MARVEL

FREE
FREE FREE
FREE FREE FREE
FREE FREE FREE FREE
FREE FREE FREE FREE FREE FREE
(*With postage and handling)

DID I MENTION ALL THIS STUFF IS FREE*? WELL IT IS. EASY?

All you need are KOOL-AID® points and an order form.
Buy any KOOL-AID® Brand soft drink.
Collect the points from the package.
Fill out an order form.
Mail both with postage and handling to the Wacky Warehouse.®
It's fun. Easy as **ABC**. And it sure beats waiting around for Christmas.

Kool-Aid® SOFT DRINKS BRAND

WACKY WAREHOUSE

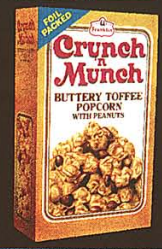
P.S. If you can't find order forms on your package or at the store, just send your name and address to:
Wacky Warehouse
P.O. Box 23635
Kankakee, IL 60902
and KOOL-AID Man will send you an order form himself.

©1993 Kraft General Foods, Inc. ©1993 Mattel, Inc. ©1993 Nintendo of America Inc. ©1993 CapToys ©1993 Russ Berrie and Company, Inc. ©1993 Timex Corp.
(Premiums may vary from these shown)

TM & © 2004 MARVEL

TM & © 2004 MARVEL

MARVEL COMICS



WHAT IF...™

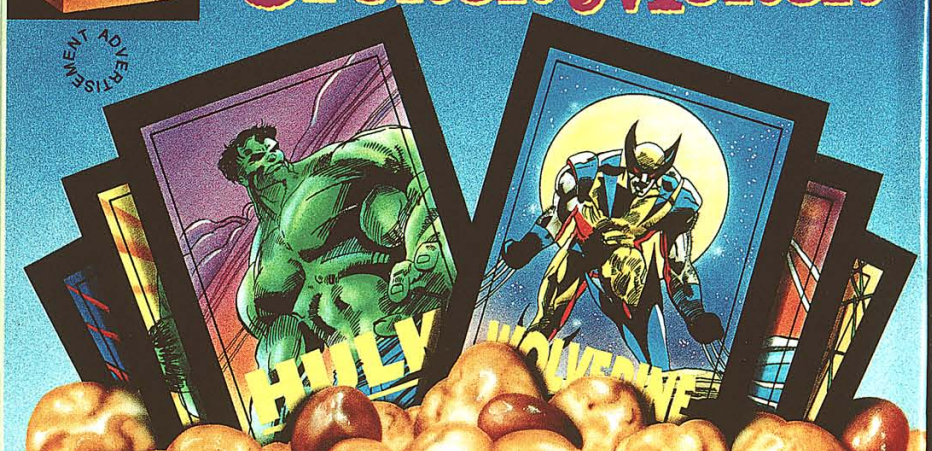
YOU COULD GET AN EXCLUSIVE

MARVEL TRADING CARD

FREE IN SPECIALLY MARKED PACKAGES OF

Crunch 'n Munch

ADVERTISEMENT



RICH BUTTERY TOFFEE

MELTED OVER FLUFFY POPCORN

WITH PEANUTS

COLLECT ALL SIX CARDS!

ONE IN EACH SPECIALLY MARKED PACKAGE OF

Crunch 'n Munch

PLUS LIMITED EDITION MARVEL UNIVERSE POSTER OFFER!

(SEE PACKAGE FOR DETAILS)

TM & © 2004 MARVEL

Franklin Crunch 'n Munch trademark* and tradedress © 1993 AHFP. All rights reserved.
Marvel, Marvel Universe, Spider-Man, Wolverine, Cage, Hulk and Storm characters™ and © 1993 Marvel Entertainment Group, Inc. All rights reserved.